

Tina Amico
AVP, Contracts
CIT Rail

RECORDATION NO. 29930 FILED



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October 7, 2011

SURFACE TRANSPORTATION BOARD

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D C. 20423

RE: LFGE01023

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as **May 2, 2011**, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: LaFarge North America Inc
12735 Morris Road, Suite 300
Alpharetta, Georgia 30004

Lessor: The CIT Group/Equipment Financing, Inc
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series **CEFX 95850 and TCMX 440052 through TCMX 440394, non-inclusive**, as more particularly set forth in the equipment schedule attached to this document

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned

Best regards,

/s

Tina Amico
AVP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t. 312 906.5785 f. 312 906.5833
sean.dougherty@cit.com

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2nd day of May, 2011, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and LAFARGE NORTH AMERICA INC., a Missouri corporation, with an address at 12735 Morris Road, Suite 300, Alpharetta, GA 30004, the "Lessee" and, together with the Lessor, the "Parties")

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, the Lessor and the Lessee are parties to that certain Master Railcar Lease (the "Master Lease") dated as of June 23, 2000 and Schedule No. 23 thereto dated as of May 2, 2011 (the "Schedule", the Schedule and the Master Lease to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC

By. [Signature]
Name. Jeffrey T Lytle
Title. SVP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct

LAFARGE NORTH AMERICA INC
By. [Signature]
Name. Roberta J KERR
Title. V. S. 40 7143 POSITION

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SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>
50	3,230 C.F. pressure differential covered hopper, unlined

Reporting Marks and Numbers

TCMX	440052	TCMX	440369
TCMX	440053	TCMX	440370
TCMX	440054	TCMX	440372
TCMX	440055	TCMX	440373
TCMX	440056	TCMX	440374
TCMX	440057	TCMX	440375
TCMX	440058	TCMX	440376
TCMX	440059	TCMX	440377
TCMX	440060	TCMX	440378
TCMX	440061	TCMX	440379
TCMX	440062	TCMX	440380
TCMX	440063	TCMX	440381
TCMX	440183	TCMX	440382
TCMX	440185	TCMX	440383
TCMX	440186	TCMX	440384
TCMX	440187	TCMX	440386
TCMX	440191	TCMX	440387
TCMX	440335	TCMX	440388
TCMX	440337	TCMX	440389
TCMX	440338	TCMX	440390
TCMX	440339	TCMX	440391
TCMX	440341	TCMX	440392
TCMX	440349	TCMX	440393
TCMX	440352	TCMX	440394
TCMX	440367	CEFX	95850